

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE SOUTHERN DISTRICT OF TEXAS
HOUSTON DIVISION**

<p>In re:</p> <p>CORE SCIENTIFIC, INC., et al.,</p> <p>Debtors¹</p>	<p>§</p> <p>§</p> <p>§</p> <p>§</p> <p>§</p> <p>§</p> <p>§</p>	<p>Chapter 11</p> <p>Case No. 22-90341 (DRJ)</p> <p>(Jointly Administered)</p>
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JOINDER OF MASSMUTUAL ASSET FINANCE LLC
(Related to ECF Nos. 773 & 834)

MassMutual Asset Finance LLC (“MMAF”), as prepetition secured lender under those financing agreements listed on the *Schedule of Existing Liens* attached as Exhibit 3 to the *Order (I) Authorizing the Debtors on an Interim Basis to (A) Obtain Senior Secured Non-Priming Superpriority Replacement Postpetition Financing and (B) Use Cash Collateral, (II) Authorizing the Debtors to Refinance Existing Postpetition Financing on a Final Basis, (III) Granting Liens and Providing Claims with Superpriority Administrative Expense Status, (IV) Granting Adequate Protection to the Prepetition Secured Parties on a Final Basis, (V) Modifying the Automatic Stay, (VI) Scheduling a Final Hearing, and (VII) Granting Related Relief* (ECF No. 447) as incorporated by reference into the *Final Order (I) Authorizing the Debtors to (A) Obtain Senior Secured Non-Priming Superpriority Replacement Postpetition Financing and (B) Use Cash Collateral, (II) Granting Liens and Providing Claims with Superpriority Administrative Expense Status, (III) Modifying the Automatic Stay and (IV) Granting Related Relief* [ECF No. 608] (the “**Final DIP**

¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtor’s federal tax identification number, are as follows: Core Scientific Mining LLC (6971); Core Scientific, Inc. (3837); Core Scientific Acquired Mining LLC (N/A); Core Scientific Operating Company (5526); Radar Relay, Inc. (0496); Core Scientific Specialty Mining (Oklahoma) LLC (4327); American Property Acquisitions, LLC (0825); Starboard Capital LLC (6677); RADAR LLC (5106); American Property Acquisition I, LLC (9717); and American Property Acquisitions, VII, LLC (3198). The Debtors’ corporate headquarters and service address is 210 Barton Springs Road, Suite 300, Austin, Texas 78704.

Order”), and as set forth in Proofs of Claims Nos. 298 & 319, by and through its undersigned counsel, hereby submits this *Joinder* to the *Objection to the Motion of the Debtors for Order Extending Exclusive Periods Pursuant to Section 1121(D) of the Bankruptcy Code* filed by Wingspire Equipment Finance LLC f/k/a Liberty Commercial Finance LLC, Prime Alliance Bank, Inc., and 36th Street Capital Partners, LLC [ECF No. 834] (the “**Wingspire Objection**”) to the *Motion of the Debtors for Order Extending Exclusive Periods Pursuant to Section 1121(d) of the Bankruptcy Code* [Doc. No. 773] (the “**Exclusivity Motion**”). In connection with this Joinder,² MMAF respectfully states as follows:

Joinder

MMAF joins in the Wingspire Objection and echoes Wingspire’s objection to entry of an order extending the Exclusive Periods.³ MMAF’s collateral includes the miners that enable the Debtors’ “most profitable” business activities to operate. Transcript p. 10, ¶¶ 7-9 (“[The Debtors’] most profitable business segment comes from mining bitcoin with machines that it owns . . .”). Throughout these cases, the Debtors have been using MMAF’s collateral without paying any amounts to MMAF for the use of, along with wear and tear on, that collateral. Now they also want MMAF to bear the risk of a decline in bitcoin prices for their proposed extended Exclusive Periods without paying a corresponding premium to MMAF for bearing that risk. The Debtors need to capitalize on the doubling of bitcoin prices since they filed their cases and exit chapter 11 without delay.

² MMAF is one of the “Equipment Lenders” referred to in the Wingspire Objection.

³ Capitalized terms not otherwise defined herein have the meaning given them in the Exclusivity Motion.

Reservation of Rights

This Joinder is submitted without prejudice to, and with full reservation of, MMAF's rights, claims, defenses, and remedies, including the right to supplement the Wingspire Objection or modify, amend, or withdraw this Joinder, to seek discovery, to raise additional objections and to introduce evidence at any hearing related to the Exclusivity Motion, and without in any way limiting any other rights of MMAF to object to the Exclusivity Motion, on any grounds, as may be appropriate. MMAF further reserves the right to seek entry of an order granting to MMAF further or additional adequate protection pursuant to §§ 361 and 363(e) of the Bankruptcy Code and other related relief.

Dated: May 1, 2023
Boston, Massachusetts

Respectfully submitted,

VERRILL DANA LLP

By: /s/Thomas O. Bean

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Certificate of Service

I, Thomas O. Bean of Verrill Dana, LLP, certify that I am over the age of eighteen and, on May 1, 2023, I caused a copy of the foregoing document to be served by the Electronic Case Filing System for the United States Bankruptcy Court for the Southern District of Texas in the above-captioned case.

/s/ Thomas O. Bean

Thomas O. Bean (admitted *pro hac vice*)